

EXHIBIT E

Holifield • Janich & Associates, PLLC

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Holifield • Janich & Associates, PLLC was founded in 2004 in Knoxville, Tennessee. The firm's attorneys are licensed to practice in both state and federal courts in the State of Tennessee, the State of Illinois, the State of Georgia and the State of Virginia. The attorneys of Holifield • Janich & Associates have over 70 years of combined legal experience and have received multiple awards regarding their training, education and representation of clients.

The attorneys of Holifield • Janich & Associates combine their experience to fully represent entities and individuals in all aspects of today's business world, including various types of litigation.

PRACTICE AREAS

Complex Shareholder Litigation

We have successfully served as Local and Liaison Counsel for shareholders in a variety of complex litigation, including shareholder derivative actions and takeover litigation. We have participated in successful settlement negotiations and have litigated cases that resulted in significant awards to injured shareholders.

In *Kleba et al. v. Provectus Pharmaceuticals, Inc., et al.*, TN No. 3-1-13 (TN Cir. Knox County 2013) and *In re Pacer International, Inc.*, TN No. 14-39-IV (TN Ch. Davidson County 2014), we represented the Lead Plaintiffs as Local Counsel and assisted in obtaining a favorable settlement for the shareholders.

In *In re First Security Group, Inc., Stockholder Litigation*, TN No. 15-0212 (TN Ch. Hamilton County 2015), we are currently representing the Lead Plaintiff as Liaison Counsel to obtain a favorable outcome for the shareholders.

We also served as Local Counsel for the Lead Plaintiff in *Lukas v. McPeak*, 2012 U.S. Dist. LEXIS 135251, 2012 WL 4359437 (E.D. Tenn. Sept. 21, 2012). This case was the first of a line of litigation against Miller Energy Resources, Inc.

Employee Benefits Law

Since the passage of ERISA, employers have faced many complexities and intense scrutiny concerning employee benefit plans and executive compensation arrangements. Holifield • Janich & Associates represents a variety of individuals as well as public, governmental, private, and closely-held businesses concerning their employee benefit needs. Our firm represents both local and national clients and plans with minimal assets to assets over a billion dollars.

Holifield • Janich & Associates is comprised of attorneys with many years of experience. Our attorneys effectively represent entities and individuals in all facets of employee benefit matters, including administration of employee benefit plans and executive compensation arrangements, as well as ensuring compliance with all statutory and regulatory requirements. Our attorneys draft retirement and welfare plan documents and summary plan descriptions as well as assist with plan reporting, disclosure, fiduciary issues, notice requirements, and compliance audits.

Holifield • Janich & Associates has successfully represented clients in investigations and audits before the Internal Revenue Service, the Department of Labor and the Pension Benefit Guaranty Corporation. Our attorneys also have experience with the IRS Employee Plans Compliance Resolution System and the DOL Voluntary Fiduciary Compliance Program.

Employee Benefits Litigation

Over the last decade, employee benefit plans have become more important to participants and plan sponsors. As a result, numerous lawsuits claiming violations of ERISA and various state laws are being filed. Holifield • Janich & Associates represents both private and governmental entities in numerous types of employee benefit litigation. Our litigation team has defended individual claims for benefits, fiduciary claims and state law writs of certiorari. We represent clients regarding all employee benefit litigation matters, including subrogation claims, ERISA Section 510 claims, retiree health, executive compensation and severance claims.

The attorneys of Holifield • Janich & Associates have successfully represented clients before the United States Supreme Court (*Yates v. Hendon*, 541 U.S. 1 (2004)), the Fourth and Sixth Circuit Courts of Appeal, and the U.S. District Courts for the Eastern and Middle Districts of Tennessee, as well as the Western District of Virginia. We have represented clients at every court level within the State of Tennessee and handled litigation matters in Alabama, Florida, Kentucky, South Carolina and Virginia. Holifield • Janich & Associates fully utilizes all methods of resolving cases including all alternative dispute resolution methods.

Health Care Compliance

For many employers, maintaining a competitive health care plan is critical to recruiting top-level employees. Employers, however, are becoming painstakingly aware that the legal field of health

care compliance is an area subject to intense debate, constant change, mixed interpretations, and varying degrees of uncertainty. For employers, it is no easy feat to ensure their welfare plans are compliant with current legal standards.

The attorneys at Holifield • Janich & Associates are well-versed in the complexities of health care compliance. We frequently assist our clients with drafting and amending their plan documents, developing policies and procedures to ensure on-going compliance, and assist clients with audits and investigations by the DOL and the IRS.

Our attorneys have spoken nationally on the requirements of such laws and provided training sessions for employers and employees. Our clients range from hospitals and physician practices to top 100 insurance brokerage firms, insurance companies and other such entities.

Employment Law

Holifield • Janich & Associates counsels its clients regarding compliance with the Americans with Disabilities Act, the Age Discrimination in Employment Act, the Family and Medical Leave Act, the Fair Labor Standards Act, Title VII of the Civil Rights Act, the Tennessee Human Rights Act, and the Tennessee Disability Act. Given the complexities of the employer/employee relationship, our firm also drafts and reviews employee handbooks and policies to ensure our clients are legally compliant and follow “best practices.” Such services also include advising clients on compliance with the Gramm-Leach-Bliley Act and other federal and state privacy laws. We are always happy to answer clients’ questions about employment policies and ways to address the day-to-day concerns that employers face during the employer/employee relationship.

Employment Litigation

The attorneys of Holifield • Janich & Associates have represented numerous clients in employment litigation involving Title VII claims, the Tennessee Human Rights Act, sexual harassment and wrongful termination claims, federal and state employment discrimination claims, breach of employment contracts and non-compete covenants. Our firm works successfully with many corporate clients in defending such claims in both state and federal courts.

Holifield • Janich & Associates has experience in all areas of employment litigation including representation of claims filed with the Equal Employment Opportunity Commission and the Tennessee Human Rights Commission. Our experience extends to include drafting position statements; handling negotiations and mediations; conducting employee interviews and whistleblower investigations; and representing employers in unemployment compensation hearings. Holifield • Janich & Associates assists clients with the U.S. Office of Federal Contract Compliance Program through compensation audits and compliance issues and helps form effective implementation strategies for consent decrees. Holifield • Janich & Associates also represents employers with regard to Department of Labor compensation audits and congressional inquiry responses.

Business Law

Holifield • Janich & Associates assists businesses throughout each phase of life of a business, both profit and non-profit entities, including selecting the business structure that best suits the individual client's needs. Along with our firm's extensive experience in employment law and employment litigation, the attorneys of Holifield • Janich & Associates have wide-ranging experience in contract negotiation and compliance, governance documents, shareholder/buy-sell agreements, partnership agreements, franchise and license agreements, commercial leases, trademarks, stock purchases, asset purchases, mergers and acquisitions.

Our work, however, does not end when the business is formed and the contracts are signed. We strive to maintain a close relationship with all clients, continuously advising them on risk management, as well as fiduciary and corporate management issues. A healthy business means an ever-expanding customer base. We work side-by-side with our clients to draft, negotiate, and modify the contracts needed to protect our clients and govern their various business relationships including sales, agent, and marketing agreements, as well as distributor, wholesaler, vendor, and supplier agreements. We also represent employers regarding requests for contract equitable adjustments and responses to show-cause notices.

Unfortunately, the life cycle of a business may lead to a dispute that turns into a lawsuit. The attorneys of Holifield • Janich & Associates are experienced in business litigation, representing clients during fair value disputes, shareholder disputes, shareholder derivative actions, non-complete litigation and confidentiality agreement litigation.

ATTORNEYS

AL HOLIFIELD

Al Holifield is the founder of Holifield • Janich & Associates, focusing his practice in the areas of employee benefits law, employee benefits litigation, health care compliance, employment law, employment litigation and business law. He represents local and national companies from various industries including hospitals, insurance companies, restaurants, doctors' offices, government contractors, and construction companies.

In August 2015, Mr. Holifield was appointed as the Employer Co-Chair of the ABA Section of Labor and Employment Law for the Employee Benefits Committee. In 2013, Mr. Holifield was recognized as a Fellow in the American College of Employee Benefits Counsel. He earned his Certified Employee Benefit Specialist designation through the Wharton School of Business at the University of Pennsylvania. He has been recognized locally by his fellow attorneys as one of the best employee benefits attorneys in the Knoxville, Tennessee area (2010-2015) as voted upon annually in *CityView* magazine.

Mr. Holifield is also a member of the Knoxville Bar Association, the American Bar Association's Labor and Employment Law Section and has co-chaired the ABA Employee Benefits

Subcommittee on Fiduciary Responsibility from 2008 through 2013. He has also served as the Track Coordinator for the ABA 2013 National Labor and Employment Annual Meeting. He also serves on the local Fellowship of Christian Athletes Board of Directors.

Mr. Holifield teaches Employee Benefits Law at the University of Tennessee College of Law as an adjunct professor. He is a contributing author to BNA's *Employee Benefits Law* (3rd Ed. 2012) and to *ERISA Litigation* (5th Ed. 2014). He has served as President of the Tennessee Valley Employee Benefits Council and speaks nationwide on employee benefit matters, including HIPAA, HITECH, and the Affordable Care Act.

Professional Recognitions

Fellow of American College of Employee Benefits Counsel (since 2013)

Present Co-Chair – ABA Employee Benefit Committee

Education

J.D./M.B.A. – University of Tennessee, 1992

B.S., Business Administration and Management – University of Southern Mississippi, 1988

Licensed to practice in Tennessee

Memberships

Licensed to practice in Tennessee

American Bar Association (Labor & Employment Law Section, Employee Benefits)

Knoxville Bar Association

DANIEL N. JANICH

Dan Janich is a partner in the Chicago office of Holifield Janich & Associates. He focuses his practice on all legal aspects of executive and equity compensation, employee stock ownership plans (ESOP), tax qualified and non-qualified employee benefits plan design and administration, fiduciary matters, employment law and ERISA litigation. Additionally, Mr. Janich assists boards and C-level executives of tax-exempt organizations, and in particular health care systems and educational institutions, in structuring their executive compensation plans, and has successfully represented not-for-profits in IRS audit proceedings.

Mr. Janich represents public and closely held companies, including start-ups, not-for-profit organizations and C-level executives, on executive, equity compensation and employee benefits matters in the manufacturing, personal care product industries, as well as professional services, real estate, financial entities, and health care and higher education institutions.

Mr. Janich's articles on current topics in employee benefits and executive compensation appear in professional and bar journals. He is a contributing author to the BNA treatises on *Employee Benefits Law* and *ERISA Litigation*, and frequent speaker at various professional organizations and bar association conferences.

He serves on the Chairman's Advisory Council of Big Shoulders Fund in Chicago, a not-for-profit scholarship fund, and is a former member of the Board of Trustees of Marian University in Indianapolis.

Professional Recognitions

Fellow of American College of Employee Benefits Counsel (since 2006)

Senior Editor of *Employee Benefits Law* (BNA Books)

Illinois Leading Lawyer in Employee Benefits (since 2013)

Illinois Super Lawyer in Employee Benefits (since 2007)

Memberships

Licensed to practice in Illinois

American Bar Association (Labor & Employment Law Section, Employee Benefits)
Co-Chair of Subcommittee on the Regulation of Specialized Types of Retirement Income Plans

American Bar Association (Section of Taxation)

CHRISTINA J. HALEY

Ms. Haley is an associate at Holifield • Janich & Associates, focusing her practice in the areas of employee benefits law, employee benefits litigation, and health care compliance. She regularly assists clients in establishing and maintaining employee benefit plans, including defined contribution plans, defined benefit plans, group health plans, flexible spending account plans and cafeteria plans.

Ms. Haley regularly advises clients in the public and private sector regarding compliance with state and federal statutes and regulations relating to employee benefits and employment practices, including the Patient Protection and Affordable Care Act, the Internal Revenue Code, ERISA, HIPAA, COBRA, the Family Medical Leave Act, the Americans with Disabilities Act, and the Age Discrimination in Employment Act. She has spoken on employee benefit and HIPAA-related matters to various organizations and clients in the East Tennessee area.

Ms. Haley has successfully completed five courses toward obtaining her Certified Employee Benefit Specialist designation through the Wharton School of Business at the University of Pennsylvania. She is a member of the American Bar Association's Tax Section, the Knoxville Bar Association and the State Bar of Georgia. She is a contributing author of the "Age Discrimination

in Employee Benefits” chapter in BNA’s *ERISA Litigation* (5th. 2015) and a contributing author for BNA’s *Employee Benefits Law* (3rd Ed. 2012).

Education

J.D. – Georgia State University College of Law, 1995

B.S. – Business Administration, Kennesaw State University, 1989

Licensed to practice in Tennessee and Georgia.

SARAH R. JOHNSON

Ms. Johnson is an associate at Holifield • Janich & Associates, focusing her practice in the areas of employment law and litigation, employee benefits law and litigation, estate planning, elder law, estate administration, real estate law, business law and corporate law. She represents corporate and small business clients regarding many employment litigation matters, including Title VII claims, the Tennessee Human Rights Act, sexual harassment and wrongful termination claims, federal and state employment discrimination claims, breach of employment contracts and non-compete covenants. Ms. Johnson also represents clients regarding many employee benefit litigation matters, including subrogation claims and severance claims.

Ms. Johnson represents business entities and business owners in a multitude of general to complex commercial transactions. Ms. Johnson regularly assists businesses with new entity organization, asset and stock purchases and real estate transactions as well as employment and tax issues. Ms. Johnson also understands the universal need to protect one’s assets for retirement and future generations. Ms. Johnson works collaboratively with her clients to create a comprehensive estate and retirement plan that addresses tax, family, retirement, disability, and financial needs.

Ms. Johnson represents clients from numerous industries including doctors and doctors’ offices, restaurants, construction companies, contractors, subcontractors, commercial and residential landlords, and property rental companies.

Ms. Johnson hosts informational seminars on estate planning essentials throughout Knoxville and the surrounding areas. She is a contributing author of the “Fiduciary Responsibility” chapter in BNA’s *Employee Benefits Law* (3rd Ed. 2012). Ms. Johnson is a member of the American Bar Association’s Real Property, Trust and Estate Law Section as well as the Labor and Employment Law Section. She is also a member of the Knoxville Bar Association.

Education

A.A., Legal Studies – Pellissippi State Community College, 2003

B.A., Legal Studies – University of Tennessee, 2005

J.D. – University of Tennessee, Concentration in Business Transactions, 2011



Licensed to practice in Tennessee

VIRGINIA COUCH, OF COUNSEL

Ms. Couch, a Corbin, Kentucky native, graduated summa cum laude from the University of Tennessee in 1996. She attended the University of Tennessee College of Law where she received the Baker, Donelson, Bearman & Caldwell Student Leadership Award and the Certificate of Academic Excellence in Family Law, coordinated the Volunteer Income Tax Assistance program, and was a staff writer for Transactions: The Tennessee Journal of Business Law. She earned her Doctorate of Jurisprudence with a Business Transactions Concentration in May 1999. Ms. Couch has taught contract drafting at the University of Tennessee College of Law since 2009.

For more than 15 years, Ms. Couch has represented businesses and business owners in commercial, corporate, real estate, and business transactions of all types, including new entity organization, asset and stock purchases, and real estate leases and purchases, as well as advising business owners on governance, litigation, payroll, and employment matters. Ms. Couch also owns Barkside Lodge, a dog “resort” in Lenoir City, Tennessee. As a business owner, she has first-hand knowledge of the legal issues businesses and business owners face.

Ms. Couch is admitted and licensed to practice law in all Tennessee courts and the U.S. District Court for the Eastern District of Tennessee. She is a member of the Knoxville Bar Association and currently serves on the Disciplinary Hearing Committee for District II.

Licensed to practice in Tennessee.

KATHY EYMAN, OF COUNSEL

Ms. Eyman focuses her practice in the areas of executive management, employment and labor and enjoys building long term relationships with her clients. In addition to her executive management and employment practice, she provides general business counseling such as entity selection, formation, and governance; risk management; teaming agreements; non-disclosure and non-compete agreements; and contract negotiation and compliance. Ms. Eyman earned her Bachelor of Science degree from Penn State University in 1989 and her law degree from Vermont Law School in 1993. She is licensed to practice in Tennessee and Virginia.

Ms. Eyman has represented management clients within the Department of Energy (DOE) complex for 19 years, including over a decade of service in executive management and corporate law departments. She is experienced in the DOE's and the Office of Federal Contract Compliance Programs' (OFCCP) unique application of employment and labor laws, affirmative action, contractor employee whistleblower protections, and employee concerns programs.

Licensed to practice in Tennessee and Virginia.

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